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**STATEMENT UNDER 37 CFR 3.73(b)**

Applicant/Patent Owner: MedImmune, LLC

Application No./Patent No.: 09/531,375 / 6,764,685

Filed/Issue Date: 03/21/2000 / 07/20/2003

Entitled:

MedImmune, LLC

, a corporation

(Name of Assignee)

(Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or  
2. ☐ an assignee of less than the entire right, title and interest  
(The extent (by percentage) of its ownership interest is \_\_\_\_\_ %)

In the patent application/patent identified above by virtue of either:

- A. ☒ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel 021706, Frame 0453, or for which a copy therefore is attached.

OR

- B. ☐ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as follows:

1. From: \_\_\_\_\_ To: \_\_\_\_\_

The document was recorded in the United States Patent and Trademark Office at

Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

2. From: \_\_\_\_\_ To: \_\_\_\_\_

The document was recorded in the United States Patent and Trademark Office at

Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

3. From: \_\_\_\_\_ To: \_\_\_\_\_

The document was recorded in the United States Patent and Trademark Office at

Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

- ☒ As required by 37 CFR 3.73(b)(1)(i), the documentary evidence of the chain of title from the original owner to the assignee was, or concurrently is being, submitted for recordation pursuant to 37 CFR 3.11.

[NOTE: A separate copy (i.e., a true copy of the original assignment document(s)) must be submitted to Assignment Division in accordance with 37 CFR Part 3, to record the assignment in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

  
Signature

7 NOVEMBER 2008  
Date

Jonathan Klein-Evans

Printed or Typed Name

301-398-4156

Telephone Number

Vice President, Intellectual Property

Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9189 and select option 2.



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UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND  
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

OCTOBER 22, 2008

PTAS

JONATHAN KLEIN-EVANS  
LEGAL AFFAIRS  
ONE MEDIMMUNE WAY  
GAITHERSBURG, MD 20878



UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT SERVICES BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 10/15/2008✓

REEL/FRAME: 021706/0453✓  
NUMBER OF PAGES: 4

✓BRIEF: RE-RECORD TO REMOVE SERIAL NUMBER 09/531,375 FROM A DOCUMENT PREVIOUSLY RECORDED AT REEL 011143, FRAME 0159. (ASSIGNMENT OF ASSIGNOR'S INTEREST)

ASSIGNOR:  
HALLER, AURELIA✓

DOC DATE: 07/12/2000

ASSIGNOR:  
COELINGH, KATHLEEN L.✓

DOC DATE: 08/25/2000

ASSIGNEE:  
AVIRON✓  
297 NORTH BERNARDO AVENUE  
MOUNTAIN VIEW, CALIFORNIA 94043

SERIAL NUMBER: 09531375✓  
PATENT NUMBER: 6764685✓

FILING DATE: 03/21/2000✓  
ISSUE DATE: 07/20/2004✓

TITLE: RECOMBINANT PARAINFLUENZA VIRUS EXPRESSION SYSTEMS AND VACCINES✓

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021706/0453 PAGE 2

MARCUS KIRK, EXAMINER  
ASSIGNMENT SERVICES BRANCH  
PUBLIC RECORDS DIVISION

10-15-2008

Form PTO-1595 (Rev. 09-08)  
OMB No. 0551-0027 (exp. 10/31/2008)U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

103529726

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<b>1. Name of conveying party(ies)</b> Aurelia Haller and Kathleen L. Coalings Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>2. Name and address of receiving party(ies)</b> Name: Aylton Internal Address: Street Address: 297 North Bernardo Avenue City: Mountain View State: CA Country: US Zip: 94043 Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>3. Nature of conveyance/Execution Date(s)</b> Execution Date(s): 7/12/2008 & 8/25/2008 <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Joint Research Agreement <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424; Confirmatory License to remove 95/531,375 <input checked="" type="checkbox"/> Other Corrective Assignment: 01/13/0159 to			
<b>4. Application or patent number(s)</b> <input type="checkbox"/> This document is being filed together with a new application. A. Patent Application No. (s) 09/331,375 Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		B. Patent No. (s)	
<b>5. Name and address to whom correspondence concerning document should be mailed:</b> Name: Jonathan Kelo-Evans Internal Address: Local Affairs Street Address: One MedImmune Way City: Gaithersburg State: MD Zip: 20878 Phone Number: 301-798-4156 Fax Number: 301-998-9308 Email Address: patents@medimmune.com		<b>6. Total number of applications and patents involved:</b> <b>7. Total fee (37 CFR 1.21(h) &amp; 3.41)</b> \$4000 <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed <input type="checkbox"/> None required (government interest not affecting title)	
<b>8. Signature:</b> <i>Audrey J. Clark</i> Audrey J. Clark Name of Person Signing		<b>8. Payment Information</b> Deposit Account Number: 500479 Authorized User Name: Audrey Clark Total number of pages including cover sheet, attachments, and documents: 4	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

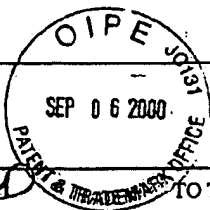
10/15/2008 DBYRHE 00000068 500479 89531375

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09-07-00

D\$

Express Mail No. EL 501 739 105 US

10-13-2000



101487020

Attorney Docket Number 7682-049-999

NRD  
9.6.00

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

 Box Assignment  
 Washington, DC 20231

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  Aurelia Haller and Kathleen L. Coelingh  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies):  Name: <u>AVIRON</u>  Address: <u>297 North Barnardo Avenue, Mountain View, CA 94043</u>
3. Nature of conveyance:  <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: _____	Country (if other than USA): _____
4. Application number(s) or patent number(s):  If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) <u>90/531,375</u>   B. Patent No.(s) _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed:  PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036	6. Number of applications and patents involved: <u>One</u>  7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u> Please charge to the deposit account listed in Section 8.  8. Deposit account number: <u>16-1150</u>

DO NOT USE THIS SPACE

## 9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura A. Coruzzi30.742Laura A. CoruzziSeptember 6, 2000

Name of Person Signing

Reg. No.

Signature

Date

Total number of pages including cover sheet:

3

10/13/2000 DBYRNE 00000027 161150 90531375

01 FC:581

40.00 CH

 Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents & Trademarks, Box Assignment  
 Washington, D.C. 20231

JOINT

ASSIGNMENT

WHEREAS, WE, Auriela Haller, citizen of Austria, residing at 313 Hellview Avenue, Redwood City, California and Kathleen L. Coelingh, citizen of the United States, residing at 1507 Dolores Street, San Francisco, California, ASSIGNORS, are the inventors of the invention in for which we have executed an application for a Patent of the United States

☐ which is executed on ☐ even date herewith or ☐ \_\_\_\_\_

☒ which is identified by Pennie & Edmonds LLP docket no. 7682-049-999  
☒ which was filed on March 21, 2000, Application No. 09/53,375-04 531,375 *agc*

and WHEREAS, AVIRON, ASSIGNEE is desirous of obtaining our entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said United States application and divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith.

AND WE HEREBY further covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.

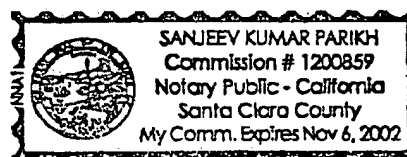
IN TESTIMONY WHEREOF, We hereunto set our hands and seals the day and year set opposite our respective signatures.

Date July 12, 2000 Auriela Haller L.S.

On 7-12, 2000, before me, Sanjeev Kumar Parikh, Notary Public, personally appeared Auriela Haller, personally known to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Sanjeev  
State of California }  
County of San Francisco } SS.:

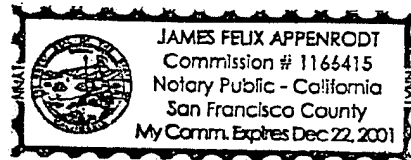


Date 8-25, 2000 Kathleen L. Coelingh L.S.

On 8-25, 2000, before me, JAMES FELIX APPENRODT, Notary Public, personally appeared Kathleen L. Coelingh, personally known to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

James Felix Appenrodt  
State of CALIFORNIA }  
County of SAN FRANCISCO } SS.:





UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231

DECEMBER 04, 2000

PTAS



\*101487020A\*

PENNIE & EDMONDS LLP  
LAURA A. CORUZZI  
1155 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036

7682-049

UNITED STATES PATENT AND TRADEMARK OFFICE  
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RECORDATION DATE: 09/06/2000

REEL/FRAME: 011143/0159  
NUMBER OF PAGES: 3

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:  
HALLER, AURELIA

DOC DATE: 07/12/2000

ASSIGNOR:  
COELINGH, KATHLEEN L.

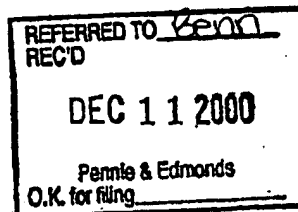
DOC DATE: 08/25/2000

ASSIGNEE:  
AVIRON  
297 NORTH BARNARDO AVENUE  
MOUNTAIN VIEW, CALIFORNIA 94043

SERIAL NUMBER: 90531375  
PATENT NUMBER:

FILING DATE:  
ISSUE DATE:

TARA WASHINGTON, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS



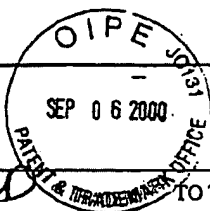


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Express Mail No. EL 501 739 105 US

10-13-2000



101487020

Attorney Docket Number 7682-049-999

Handwritten: 9.6.00

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Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  <b>Aurelia Haller and Kathleen L. Coelingh</b>  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies):  Name: <u>AVIRON</u>  Address: <u>297 North Barnardo Avenue, Mountain View, CA 94043</u>  Country (if other than USA): _____	
3. Nature of conveyance:  <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: _____			
4. Application number(s) or patent number(s):  If this document is being filed together with a new application, the execution date of the application is: _____  A. Patent Application No(s) <u>90/531,375</u>   B. Patent No(s) _____  Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed:  <b>PENNIE &amp; EDMONDS LLP</b> 1155 Avenue of the Americas New York, NY 10036		6. Number of applications and patents involved: <u>One</u>  7. Total fee (37 CFR 3.41): .....\$ <u>40.00</u> Please charge to the deposit account listed in Section 8.  8. Deposit account number: <u>16-1150</u>	

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## 9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura A. Coruzzi  
Name of Person Signing

30.742  
Reg. No.

Laura A. Coruzzi  
Signature

September 6, 2000  
Date

Total number of pages including cover sheet:

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10/13/2000 DBYRNE

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90531375

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Commissioner of Patents & Trademarks, Box Assignment  
Washington, D.C. 20231

01 FC:581

40.00 CH

JOINT

ASSIGNMENT

WHEREAS, WE, Auriela Haller, citizen of Austria, residing at 313 Hellview Avenue, Redwood City, California and Kathleen L. Coelingh, citizen of the United States, residing at 1507 Dolores Street, San Francisco, California, ASSIGNORS, are the inventors of the invention in for which we have executed an application for a Patent of the United States

☐ which is executed on ☐ even date herewith or ☐ \_\_\_\_\_

- ☒ which is identified by Pennie & Edmonds LLP docket no. 7682-049-999  
☒ which was filed on March 21, 2000, Application No. 09/53,375

and WHEREAS, AVIRON, ASSIGNEE is desirous of obtaining our entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said United States application and divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith.

AND WE HEREBY further covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.

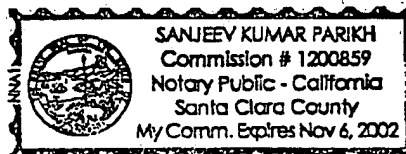
IN TESTIMONY WHEREOF, We hereunto set our hands and seals the day and year set opposite our respective signatures.

Date July 12, 2000 Amelia Haller L.S.

On 7-12, 2000, before me, Sanjeev Kumar Parikh, Notary Public, personally appeared Auriela Haller, personally known to me on the basis of satisfactory evidence to be the person ~~(s)~~ whose name ~~(s)~~ is subscribed to the within instrument and acknowledged to me that ~~he~~ ~~she~~ ~~they~~ executed the same in ~~his~~ ~~her~~ ~~their~~ authorized capacity ~~(ies)~~, and that by ~~his~~ ~~her~~ ~~their~~ signature ~~(s)~~ on the instrument the person ~~(s)~~, or the entity upon behalf of which the person ~~(s)~~ acted, executed the instrument.

WITNESS my hand and official seal

Sanjay  
State of California }  
County of Santa Clara } SS.:

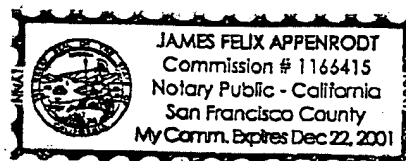


Date 8-25, 2000 Kathleen L. Coelingh L.S.

On 8-25, 2000, before me, JAMES FELIX APPENRODT, Notary Public, personally appeared Kathleen L. Coelingh, personally known to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

James Felix Appenrodt  
State of CALIFORNIA }  
County of SAN FRANCISCO } SS.:



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MEDIMMUNE VACCINES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "MEDIMMUNE, INC." UNDER THE NAME OF  
"MEDIMMUNE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-FIFTH DAY OF MARCH, A.D. 2008, AT 9:31 O'CLOCK  
P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF MARCH, A.D. 2008, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

2130616 8100M

080355660

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6479339

DATE: 03-26-08

**CERTIFICATE OF OWNERSHIP**

**MERGING**

**MEDIMMUNE VACCINES, INC.**

**INTO**

**MEDIMMUNE, INC.**

(pursuant to Section 253 of the General Corporation Law of Delaware)

\* \* \* \* \*

MedImmune, Inc., a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware;

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation owns 100% of the issued and outstanding capital stock of MedImmune Vaccines, Inc., a corporation incorporated on the 7<sup>th</sup> day of March, 1996, pursuant to the provisions of the Delaware General Corporations Law and that this corporation, by a resolution of its Board of Directors duly adopted at a duly called meeting, determined to merge into itself said MedImmune Vaccines, Inc. as of 11:59 p.m. on March 31, 2008, which resolution is in the following words to wit:

**WHEREAS**, MedImmune, Inc. (the "Corporation") is the beneficial and record owner of all of the issued and outstanding capital stock of MedImmune Vaccines, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary"); and

**WHEREAS**, the Corporation desires to merge into itself the Subsidiary, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary (the "Merger"), pursuant to an Agreement and Plan of Merger attached hereto as Exhibit A (the "Merger Agreement") pursuant to which the Corporation shall be the surviving entity;

**NOW, THEREFORE, BE IT RESOLVED**, that each of the Merger Agreement and the Merger is hereby approved and adopted in all respects and the Corporation is hereby directed to assume all of the Subsidiary's liabilities and obligations;

**FURTHER RESOLVED**, that any officer of the Corporation be and he or she is hereby directed to make and execute the Merger Agreement and a certificate of ownership setting forth a copy of the resolution to merge the Subsidiary into the Corporation with the Corporation as the surviving corporation

and assume the Subsidiary's liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

**FURTHER RESOLVED**, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said Merger.

**[THIS SPACE INTENTIONALLY LEFT BLANK.]**

**IN WITNESS WHEREOF**, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 21<sup>st</sup> day of March, 2008.

MEDIMMUNE, INC.

By: /s/ William C. Bertrand, Jr.  
Name: William C. Bertrand, Jr.  
Title: Senior Vice President, General Counsel  
and Secretary

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MEDIMMUNE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MEDIMMUNE, INC." TO "MEDIMMUNE, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2008, AT 9:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF APRIL, A.D. 2008, AT 12:01 O'CLOCK A.M.



2130616 8100V

080355665

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478252

DATE: 03-26-08



# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "MEDIMMUNE, LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2008, AT 9:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF APRIL, A.D. 2008, AT 12:01 O'CLOCK A.M.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478252

DATE: 03-26-08

**CERTIFICATE OF CONVERSION**

**CONVERTING**

**MEDIMMUNE, INC.**  
(A Delaware Corporation)

**TO**

**MEDIMMUNE, LLC**  
(A Delaware Limited Liability Company)

MedImmune, LLC, the continuing Delaware limited liability company (the "Company"), following the conversion of MedImmune, Inc. (the "Converting Corporation") to the Company, hereby certifies that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "MedImmune, Inc."

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
June 29, 1987	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is "MedImmune, LLC."

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

5. Effective Time. This Certificate shall be effective as of 12:01 a.m. on April 1, 2008 after its filing in the Office of the Secretary of the State of the State of Delaware.

*{signature page follows}*

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion as of March 25, 2008.

MedImmune, LLC

By: /s/William C. Bertrand

Name: William C. Bertrand, Jr.

Title: Senior Vice President, General  
Counsel and Corporate Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:31 PM 03/25/2008  
FILED 09:31 PM 03/25/2008  
SRV 080355665 - 2130616 FILE

**CERTIFICATE OF FORMATION  
OF  
MEDIMMUNE, LLC**

This Certificate of Formation is being executed as of March 25, 2008 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is MedImmune, LLC (the "Company").

2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Delaware LLC Act.

4. Effective Time. This Certificate shall be effective as of 12:01 a.m. on April 1, 2008 after its filing in the Office of the Secretary of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

/s/William C. Bertrand

Name: William C. Bertrand, Jr.  
Title: Senior Vice President, General  
Counsel and Secretary